

**TRAILER TRAIN
COMPANY**

300 SOUTH WACKER DRIVE, CHICAGO, ILLINOIS 60606

RECORDATION NO. 12146-8

(312) 786-1200

OCT 7 - 1980 - 11 35 AM

INTERSTATE COMMERCE COMMISSION

No.

C-281A020

Date OCT 7 1980

October 6, 1980

Fee \$ 10.00

ICC Washington, D. C.

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Sir:

Will you please record as provided in the Interstate Commerce Act, 49 U.S.C. § 11303(a), the Manufacturing Agreement Amendment No. 1 dated as of October 1, 1980, between Thrall Car Manufacturing Company and Trailer Train Company. Five (5) counterpart originals of the Manufacturing Agreement Amendment No. 1 are enclosed with this letter of Transmittal together with a check in the amount of \$10.00.

The information required for such recordation by order of the Interstate Commerce Commission is as follows:

1116.4 (b) - The names and addresses of the parties to the transaction:

Manufacturer: Thrall Car Manufacturing Company
P.O. Box 218
Chicago Heights, IL 60411

Company: Trailer Train Company
300 South Wacker Drive
Chicago, IL 60606

1116.4 (c) - General description of the equipment:

Type	Designation	Units	Marked*	Numbered
68', 100-ton capacity hydraulic draft gear, flush deck, flatcars equipped with bulkheads	FC	325	TTX	82435-82759

* All units will have marked on each side thereof, the following legend:

"OWNERSHIP SUBJECT TO A SECURITY AGREEMENT FILED WITH
THE INTERSTATE COMMERCE COMMISSION."

Copy kept - Carolyn H. Pappas

Interstate Commerce Commission
October 6, 1980
Page 2

- 1116.4 (e) - A prior recordation relating to this Amendment Agreement No. 1 was made on September 3, 1980, at 10:35 a.m., recordation number 12146.
- 1116.4 (f) - Four (4) counterpart originals of the Manufacturing Agreement being recorded should be returned to the undersigned at the above address.

Very truly yours,

A handwritten signature in cursive script, appearing to read "T D Marion", written over a horizontal line.

T. D. Marion
Assistant Treasurer

TDM/lal

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

T. D. Marion
Trailer Train Company
300 South Wacker Drive
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/7/80 at 11:35AM , and assigned re-
recording number(s). 12146-A

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

12146
RECORDATION NO.

Filed 1425

OCT 7 - 1980 - 11 35 AM

IN...

AMENDMENT AGREEMENT NO. 1 dated as of October 1, 1980, between THRALL CAR MANUFACTURING COMPANY (hereinafter called the Manufacturer) and TRAILER TRAIN COMPANY (hereinafter called the Company).

WHEREAS, the Manufacturer and the Company have entered into a Manufacturing Agreement dated as of September 1, 1980, filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 (a) on September 3, 1980, at 10:35 A.M., recordation number 12146; and

WHEREAS, the parties hereto desire to amend the Manufacturing Agreement:

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows:

1. The Manufacturing Agreement is hereby amended to restate in its entirety Annex A thereto as set forth in Exhibit I hereto.

2. The Manufacturing Agreement, except as amended hereby, shall remain unaltered and in full force and effect.

3. The Company will promptly cause this Amendment Agreement to be filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 (a).

Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this Amendment No. 1 may refer to the "Manufacturing Agreement dated as of September 1, 1980" without making specific reference to this Amendment No. 1, but nevertheless all such references shall be deemed to include this Amendment No. 1 unless the context shall otherwise require.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

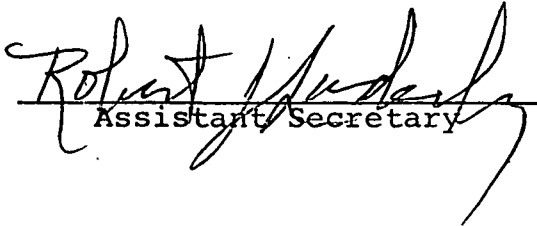
THRALL CAR MANUFACTURING COMPANY

(Corporate Seal)

Attest:

By


Vice President



Assistant Secretary

TRAILER TRAIN COMPANY

(Corporate Seal)

Attest:

By


Treasurer


Assistant Secretary

STATE OF
COUNTY OF

) SS:

On this day of October , 1980, before me personally appeared
C. H. Wright , to me personally known, who, being
by me duly sworn, says that he is a Vice President of Thrall Car, that one
of the seals affixed to the foregoing instrument is the corporate seal of
said corporation, that said instrument was signed and sealed on behalf of
said corporation by authority of its Board of Directors and they acknowledged
that the execution of the foregoing instrument was the free act and deed of
said corporation.

Groth E. Pioretti
Notary Public

(NOTARIAL SEAL)

My Commission expires:

Sept. 29, 1985

STATE OF ILLINOIS)
) SS:
COUNTY OF DURAGE)

On this 6 day of October , 1980, before me personally
appeared R. E. Zimmerman , to me personally known, who being
by me duly sworn, says that he is the Treasurer of TRAILER TRAIN COMPANY; that
one of the seals affixed to the foregoing instrument is the corporate
seal of said corporation, that said instrument was signed and sealed on
behalf of said corporation by authority of its Board of Directors and he
acknowledged that the execution of the foregoing instrument was the free
act and deed of said corporation.

Lauri Ann Komeris
Notary Public

(NOTARIAL SEAL)

My Commission expires: My Commission Expires August 13, 1984

ANNEX A

THRALL CAR MANUFACTURING COMPANY

(Manufacturer)

TRAILER TRAIN COMPANY

(Company)

Item 1:

<u>Type</u>	<u>Quantity</u>	<u>Company Car Nos. (Incl.)</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Month of Delivery</u>	<u>Specifications and Contract Number</u>
68', 100 ton capacity, hydraulic draft gear, flush deck flatcars equipped with bulkheads; FC.	325	82435-82759	\$57,000.00	\$18,525,000	Sept. '80- Jan. '81	T-3079-T 68-43-021473

Item 2: March 1, 1981

Item 3: March 1, 1981

Item 4: Post Office Box 218
Chicago Heights, Illinois
60411

Exhibit I